



USGBC Central Texas - Balcones

Board Policies Manual and Supporting Materials

[This Board Policies Manual was approved by the Board on May, 11, 2009]

PURPOSE AND MAINTENANCE OF THIS MANUAL: The purpose of this manual is to compile all of the USGBC Central Texas-Balcones Chapter documents in one place. It is intended that the Executive Director develop and maintain a Board Reference Book that includes all current policies in this manual as well as all pertinent documents to which Board members might want to refer during Board and committee meetings (e.g., articles, bylaws, organization chart, recent minutes, committee roster, list of key volunteers/ consultants, Board documents referred to in this BPM, etc.) Some of these materials may be maintained on the Chapter's Web site or other Internet-based source providing that such materials may be readily accessed during Board and committee meetings.

Revisions made to reflect Bylaws and Financial Policies – 8.21.09

Revisions made to reflect Board meetings and attendance decisions – 1.12.11

Revisions made to reflect addition of South Texas to chapter region, education to mission statement and green meetings standing policy – 3.11.11

USGBC Central Texas - Balcones Board Policies Manual

Table of Contents

Part 1: Introduction and Administration	6
1.1 Reasons for Adoption	6
1.2 Consistency.....	6
1.3 Transition.....	6
1.4 Changes	7
1.5 Oversight Responsibility	7
1.6 Maintenance of Policies	7
1.7 Board Reference Book.....	7
Part 2: Organization Essentials	8
2.1 Vision	8
2.2 Mission	8
2.3 Commitment	8
2.4 Strategic Plan Priority Goals (based on National)	8
2.5 Strategic Plan.....	8
2.6 One Year Operational Plan	8
2.7 Green Meeting Policy	8
Part 3: Board Structure and Processes.....	9
3.1 Governing Style	9
3.2 Board Job Description	9
3.3 Board Member Criteria	10
3.4 Orientation	10
3.5 Chair's Role	10
3.6 Board Meetings	10

- 3.7 Standing Committees 11
 - 3.7.1 Executive Committee 11
 - 3.7.2 Nominations Committee 13
 - 3.7.3 Advocacy Committee 13
 - 3.7.4 Communications Committee..... 13
 - 3.7.5. Development Committee..... 13
 - 3.7.6 Education Committee..... 13
 - 3.7.7 Emerging Professionals Committee 14
 - 3.7.8 Finance Committee 14
 - 3.7.11 Programs Committee 14
- 3.8. *Ad Hoc* and Advisory Committees 15
 - 3.8.1. Advisory Council 15
- 3.9 Board Members' Code of Conduct 15
- 3.10 Board Member Fundraising and Expenses..... 15
 - 3.10.1 Fundraising 15
 - 3.10.2 Expenses..... 15
- 4.1 Delegation to the Executive Director (ED) 17
- 4.2 Executive Director’s Job Description..... 17
- 4.3 Communication and Counsel to the Board 17
- 4.4 Monitoring Executive Performance 18
 - 4.4.1 Direct Board inspection (i.e. a ‘prudent person’ test of policy compliance)..... 18
 - 4.4.2 External reports..... 18
 - 4.4.3 Executive Director’s reports..... 18
- 4.5 Annual Performance Review 19
- 4.6 Staff Compensation 19
- 4.7 Staff and Volunteer Treatment 20

4.8 Executive Director Succession and Transitions 20

4.9 Board Reference Book and Web Site 20

 5.1 General Guidance 21

 5.2 Finance Parameters 21

 5.2.1 Budgeting 21

 5.2.2 Financial Controls 21

 5.2.3 Asset Protection 22

 5.2.4 Investment Principles 22

 5.3 Program Parameters 22

 5.4.1 Fund-Raising Strategy 23

 5.4.2 Public Affairs 23

 5.5 Audit and Compliance Parameters 24

 5.5.1 Internal Compliance and Legal Review 24

Appendices

Governance Focused Materials

1. Articles of Incorporation (adopted 8-18-05)
2. Tax Exempt Status Verification (IRS Letter 10-15-05)
3. Chapter Charter (adopted 12-18-08)
4. Bylaws (amended 7-13-09)
5. Board Policy Manual (approved 5-11-09)
6. Chapter Financial Policies & Procedures (adopted 5-11-09)
7. Board Commitment Form for signature
8. USGBC policies from National
 - a. Chapter Conflict of Interest Policy and Disclosure Form for signature
 - b. Board Anti-Trust Compliance Policy and Acknowledgement Form for signature
 - c. Chapter insurance policy
 - d. Membership Policy
 - e. Communications Policy
 - f. Brand guidelines
9. Minutes of Board Meetings – last three months

Organization Focused materials

10. Organizational History (May 2008)
11. History of Board Membership – to come
12. USGBC and CT-B Chapter Quick Facts
13. Current Board Roster
14. Current Committee Roster
15. Advisory Council Structure (revised 1-11-10)
16. Current Strategic Plan (adopted 1-31-09)
17. Current year work plans – none available
18. Previous year's Chapter annual activity report
19. Organizational Charts – Chapter
20. Organizational Charts – National
21. Financial reports (current budget, operating reports, most recent balance sheet)
22. Most Recent Audit (if done)
23. Executive Director Evaluation Form
24. Program information (annual master calendar of activities) – to come
25. Sponsorship opportunities document
26. Online Resources:
 - a. WebEx (CT-B Chapter) – Instructions for Use
 - b. ExtraNet (USGBC National) – Instructions for Use
27. Board Agenda and Meeting Minute Template - Liza to provide
28. Committee Resource Guide – Part One

Background materials

31. Map of CT-B Chapter by area
30. Map of CT-B Chapter by county
31. USGBC – Chapter Webcasts
32. Monthly Hot Topics from National USGBC

Part 1: Introduction and Administration

This Board Policies Manual (BPM) contains all of the current standing (ongoing) policies adopted by the Board of the USGBC Central Texas-Balcones Chapter since the initial approval of the BPM on May 11, 2009.

1.1 Reasons for Adoption

The reasons for adopting this BPM include:

- Efficiency of having all ongoing Board policies in one place
- Assist the Board in acting with transparency and integrity
- Ability to quickly orient new Board members to current policies
- Elimination of redundant or conflicting policies over time
- Ease of reviewing current policy when considering new issues
- Providing clear, proactive policies to guide the executive director (ED) and staff
- Modeling an approach to governance that other organizations might use

1.2 Consistency

Each policy in this document is expected to be consistent with the law, USGBC national policies, the chapter charter, the articles of incorporation, and the bylaws, all of which have precedence (in the order stated) over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in regular Board minutes, all standing policies shall be included or referred to in this document. The ED is responsible for developing organizational and administrative policies and procedures that are consistent with this BPM.

1.3 Transition

Whether adopted part by part or as a complete document, as soon as some version of the BPM is voted on and approved by the Board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior Board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or Board resolutions, the matter shall be resolved by the chair or by the entire Board as may be appropriate.

1.4 Changes

These policies are meant to be reviewed, refined and updated on a regular basis. The ED and/or the chair help the Board formulate new language in the BPM by distributing proposed changes in advance. When language is recommended for deletion, it is shown in strike-through format. Proposed new language is underlined. It is also acceptable to utilize the track changes and markup functions of Microsoft Word to communication revisions. Any change to this BPM must be approved by the full Board. Proposed changes may be submitted by any Board member as well as by the ED. In most cases, proposed changes shall be referred to and reviewed by the appropriate committee before being presented to the Board for action. Whenever changes are adopted, a new document should be dated, and quickly made available to the Board and staff via email, WebEx, Chapter Web site, or other routine means of communication. The previous version should be saved electronically for future reference if needed.

1.5 Oversight Responsibility

Below are the sections of this manual and the committees primarily responsible for drafting and reviewing those sections as well as the individuals given authority to interpret and make decisions within the scope of those policies:

Part/Section	Oversight Committee	Implementation Authority
Introduction	Executive Committee	Executive Director
Organizational Essentials	Full Board	Executive Director
Board Structure & Processes	Executive Committee	Board Chair
Board-ED/Staff Relationship	Executive Committee	Board Chair/Executive Director
Executive Parameters		Executive Director
General Guidance	Executive Committee	Executive Director
Finance, Audit & Compliance	Finance Committee	Executive Director
Programs	Full Board	Executive Director
Advancement	Communications Committee	Executive Director

1.6 Maintenance of Policies

The secretary shall ensure that all standing policies are correctly recorded and published. The ED or the ED's designee shall maintain the policies file and provide updated copies to the Board whenever the policies change, or upon request. In its discretion the Board may ask that legal counsel review this BPM annually to ensure compliance with the law. Discrete documents referred to in the BPM will be kept in a compilation document called the Board Reference Book.

1.7 Board Reference Book

There are several stand-alone documents that either have precedence over the BPM or that are referred to by the BPM. The Board Reference Book shall include (but not be limited to) the documents listed in the BPM Appendices page, above.

Part 2: Organization Essentials

2.1 Vision

Buildings and communities will regenerate and sustain the health and vitality of all life.

2.2 Mission

Accelerate the transformation toward sustainable building and land development practices in Central & South Texas through innovation, education, advocacy and partnerships.

2.3 Commitment

The Chapter is dedicated to progressive achievements toward a sustainable built environment. We will serve as a respected and visible catalyst for change in the region for green building practices, technologies, policies and standards. All Board members are required to sign a Board Commitment Form – see Appendix 7

2.4 Strategic Plan Priority Goals (based on National)

- Organizational Excellence
- Green Building Marketplace
- Sustainable Cities & Communities
- Public Policy
- Climate & Natural Resources

2.5 Strategic Plan

The Board is expected to think strategically at all times. The Board and the ED are to maintain a long-term strategic plan, and may amend the plan as needed to meet the organization's mission.

2.6 One Year Operational Plan

The ED, in collaboration with the Board, is to develop a one-year operational plan by the end of the first quarter of each year. The one-year operational plan is to be based on the strategic objectives and the policies in this BPM. The operational plan will include a staff plan, committee plans, and, if needed, the creation of project specific task groups. The operational plan will outline desired outcomes and measures and identify funding parameters. The operational plan is to be reviewed by the full Board but does not need to be approved by the Board as it is intended to be an ED-level policy.

2.7 Green Meeting Policy

In 2010 the Board agreed to move National's Green Meetings initiative introduced in 2009 to the status of a standing policy to which the Chapter must make every effort to adhere and promote to its members and supporters.

Part 3: Board Structure and Processes

3.1 Governing Style

The Board will approach its tasks with a style that emphasizes its mission and vision encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and staff roles, and proactivity rather than reactivity. In this spirit and as the Chapter grows and matures the Board will:

- Enforce upon itself and its members whatever discipline is needed to govern with excellence.

Discipline shall apply to matters such as attendance, respect for clarified roles, speaking to management and the public with one voice, and self-policing of any tendency to stray from the governance structure and processes adopted in these Board policies.
- Be accountable to its stakeholders and the general public for competent, conscientious, and effective accomplishment of its obligations as a body. It will allow no officer, individual, or committee of the Board to usurp this role or hinder this commitment.
- Monitor and regularly discuss the Board's own processes and performance, seeking to ensure the continuity of its governance functions by selection of capable directors, orientation and training, and evaluation.
- Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance. The Board shall lead the organization through policies and governance.

3.2 Board Job Description

The job of the Board is to lead the organization toward the desired performance and ensure that that performance occurs. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management. To perform its job, the Board shall:

- Determine the mission, vision, values, and strategic plan, and collaborate with the ED to develop annual operational plans.
- Determine the parameters within which the ED is expected to achieve the strategic and operational plans.
- Monitor the performance of the organization relative to the achievement of the strategic and operational plans within the executive parameters.
- Set, maintain and constantly improve all ongoing chapter and Board policies in this BPM.
- Select, fairly compensate, nurture, evaluate annually, and, if necessary, terminate an ED, who functions as the Board's sole agent.
- Ensure financial solvency and integrity through policies and behavior.

- Require annual financial and other external audits to ensure compliance with the law and with good practices.
- Evaluate and constantly improve our Board’s performance as the governing Board, set expectations for Board members’ involvement as volunteers and maintain ethical integrity and accountability.

3.3 Board Member Criteria

Minimum requirements for members of the Board are stated in the bylaws. The Nominations Committee determines and manages additional Board member qualifications and selection criteria.

3.4 Orientation

As part of their orientation, each newly-elected Board member shall be given this BPM along with adequate briefings on the role of the Board, officers, and staff and an overview of programs, plans, and finances.

3.5 Chair's Role

The job of the chair is, primarily, to maintain the integrity of the Board's processes. The chair “manages the Board.” Generally, the chair is the authorized spokesperson for the Board, although this role may be delegated in Board-authorized instances. The chair ensures that the Board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization. Meeting discussion content will be those issues that, according to Board policy, clearly belong to the Board to decide, not to staff. The authority of the chair consists only in making decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies in Parts 3 and 4 of this BPM. The chair has no authority to make decisions beyond policies created by the Board. Therefore, the chair has no authority to supervise or direct the ED’s work, but is expected to serve as the main point of contact to the Board for the ED.

3.6 Board Meetings

Board meetings are business sessions that can include time for guest presenters and Board training. Board meetings can be integrated with Board retreats and other Board events. Policies that are intended to improve the process for planning and running meetings follow:

- The regular Board meeting shall be held on the 2nd Monday of every month from 3:00 p.m. to 5:30 p.m. The Board shall be notified at least a month in advance if a meeting needs to be rescheduled.
- The ED shall work with the Board members and the committee chairs in developing agendas, which, along with background materials for the Board and committees, monitoring reports, the ED’s recommendations for changes in the BPM, previous minutes, and other such materials, shall be emailed to all Board members approximately one week in advance of Board meetings.
- Minutes shall be sent to Board members within 14 days of Board meetings. Updates to the BPM shall be posted to WebEx and notifications sent to Board members within 14 days of such updates.
- Special meetings of the Board can be called according to the bylaws.
- BOD members are encouraged to physically attend all six face-to-face meetings and one conference call.

Meeting in person supports a healthy BOD relationship and supports completion of BOD business in a timely manner.

- More than two absences from the seven total meetings will provide grounds for board dismissal. Since a call-in is more participation than no participation to a face-to-face meeting, two call-ins will be allowed in lieu of one of the absences.
- Failure to meet the above requirements will result in conditional dismissal. The member with more than two absences may submit an appeal in writing to the Chair, who will share with the BOD for consideration. Response to appeal will likewise be in writing.

3.7 Standing Committees

Committees help the Board be effective and efficient. They speak "to the Board" and **not** "for the Board." Unless authorized by the whole Board, a committee may not exercise authority that is reserved to the whole Board by the bylaws or by the laws of Texas governing not-for-profit organizations. Committees are not created exercise authority over staff. Once committees are created by the Board, the Board chair shall recommend committee chairs and members for one-year terms, subject to Board approval. The Board chair shall also prepare a "charge" to the committee outlining its duties and responsibilities. The Board chair and the ED are *ex officio* members of all committees except the Audit and Compliance Committee. The ED may assign staff to work on standing committees.

3.7.1 Executive Committee

The Executive Committee is defined in the bylaws as follows: "The Executive Committee of the Board of Directors shall consist of the Officers, the Immediate Past Chair, and the Executive Director, who shall be an ex officio member of the Executive Committee. The Executive Committee shall have general supervision of the affairs of the Corporation between Board meetings. All actions taken by the Executive Committee shall be reported to the Board at the Board's next scheduled meeting or via email within 14 days of the Executive Committee meetings. By action of the Board in a duly constituted meeting any action of the Executive Committee may be nullified or reversed. The Chair may call the Executive Committee into session at any time. Three members of the Executive Committee shall constitute a quorum."

The Executive Committee is not authorized to perform any of the following actions (though they may prepare and present proposals for Board approval):

- *Amend the articles of incorporation or the bylaws of the Chapter;*
- *Dissolve the Chapter;*
- *Hire or fire the executive director;*
- *Enter into or terminate any contracts with a value in excess of \$1,000.00;*
- *File or settle a law suit against another individual or entity;*
- *Change a Board-approved budget;*
- *Adopt or eliminate any major programs;*

- *Buy or sell property with a value in excess of \$1,000.00; or*
- *Change the policies of the Chapter or the Board of directors.*

Further: The executive committee (Excom) shall recommend policies to the Board pertaining to governance issues and processes, including orientation and training of new Board members, evaluation and improvement of individual Board members and officers' contributions, and recommendation of bylaw changes. Excom shall also study and recommend policies relating to raising financial and other resources for the organization.

3.7.2 Nominations Committee

This committee is defined in the Bylaws as follows: “The Nominations Committee, not to exceed five members, shall consist of the outgoing Board members not eligible or running for re-election and other members of the Board. The Nominations Committee shall be appointed by the Board. Each year the Nominations Committee shall nominate candidates to fill the vacancies on the Board of Directors that arise as a result of the expiration of terms or other reasons for leaving the Board.”

The Nominations Committee shall assure continuing strong leadership for the organization by being proactive about Board member recruitment. It shall determine desired Board member qualifications beyond the minimum requirements stated in the Bylaws by creating a Board profile. The Nominations Committee will identify potential Board candidates, work on Board recruitment and work with committees to foster the mentoring of volunteers for potential Board service.

The Nominations Committee will manage the Board election process, preparing a slate of candidates for Board election. It shall announce to the membership an open call for nominees prior to the development of the slate of candidates. In addition, the Nominations Committee shall gather nominations from individuals who have been identified and are being actively recruited by the Board for the slate.

The Nominations Committee shall do its best to present to the membership as much information about the candidates as possible prior to the election. The Nominations Committee shall prepare the entire election process including announcements, the election, and reporting of the results to the membership.

3.7.3 Advocacy Committee

This committee shall study, develop and recommend policies to the Board relating to the advocacy mission of the organization. All policies shall be in support of the organization’s strategic plan and annual operational plan and in line with advocacy efforts of USGBC National. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.4 Communications Committee

This committee shall study, develop and recommend policies to the Board relating to the internal and external communications of the organization and in support of the organization’s strategic plan and annual operational plan. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.5. Development Committee

This committee shall cultivate and solicit funding sources in order to grow and sustain an effective chapter to enhance organizational excellence, advocacy, education, research and communication. It plays a key role in assisting the Chapter to find monetary support to meet its priority goals. This committee shall be comprised of a committee liaison from the Board and other volunteers. The Treasurer shall be an ex-officio member.

3.7.6 Education Committee

This committee shall study, develop and recommend policies to the Board relating to the educational mission of the organization and in support of the organization’s strategic plan and annual operational plan. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.7 Emerging Professionals Committee

This committee shall engage emerging green professionals with the organization by developing an organizational presence within educational institutions and within the building industry and by fostering opportunities for emerging green builders to contribute to the organization and the green building community at large. This committee will also facilitate education and networking opportunities for emerging green professionals. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.8 Finance Committee

This committee is responsible for developing and recommending to the Board those financial principles, fiscal procedures, plans, and courses of action that provide for mission accomplishment and organizational financial well-being. Consistent with this responsibility, it shall prepare the annual budget with input from staff and committee chairs and submit it to the Board for its approval. Any changes to the budget must be approved by the Board (see *Budget Amendment Form, Appendix 6*). In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures, financial audits and other policies that the committee determines are advisable for effective financial management and ensures fiscal responsibility. This committee shall be chaired by the Treasurer and be comprised all members of the Executive Committee, the Executive Director, Chair of the Development Committee, and up to three specialists, who are invited to participate as needed.

3.7.9 Green Schools Committee

This committee teaches educational professionals, school Boards and state education officials on how and why to build high performance schools. It also provides guidance to representatives involved in the Green Schools Caucus created in 2009 in the Texas legislature. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.10 Membership Committee

This committee shall study, develop and recommend policies to the Board relating to the membership mission of the organization and in support of the organization's strategic plan and annual operational plan. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.11 Programs Committee

This committee shall study, develop and recommend policies to the Board relating to the programs mission of the organization and in support of the organization's strategic plan and annual operational plan. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.7.12 Technology & Research Committee (START)

This committee shall provide a forum for ongoing technical information sharing and research and guide the Board on matters related to material properties, requirements of building systems and ecological ramifications of resource use. This committee shall be comprised of a committee liaison from the Board and other volunteers.

3.8. Ad Hoc and Advisory Committees

Ad Hoc and Advisory Committees are described in the Bylaws as follows: “The Chair may appoint with the Board’s approval such ad hoc, advisory, and other committees as necessary or appropriate. The Chair shall prescribe and the Board shall approve the name, criteria for membership, structure, duties, objectives and responsibilities of such committees. The chairs of such committees need not be members of the Board, but must be members in good standing of the Chapter.”

3.8.1. Advisory Council

The duties of the Advisory Council are outlined in *Appendix 15* of this manual. The Council’s role is to advise the Board on strategic and sensitive/political issues, advocacy, marketing and fundraising matters. The Advisory Council shall consist of leaders and influencers in the green building industry in Central Texas. Members are invited by the Board to join the 15-member Council. Members are selected based on their personal credentials and may acknowledge his or her service on the Advisory Council and long as it is not in a political context. The Council’s liaison will be the immediate past-chair unless the past-chair declines the position then the liaison will be designated. The representatives on the Council will have geographic diversity. No Advisory Council member may speak on behalf of the Chapter at any time without formal written authority from the Board.

3.9 Board Members' Code of Conduct

The Board expects of itself and its members ethical and businesslike conduct. Board members must offer unconflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to family members, advocacy or interest groups, and other Boards or staff of which they are members. Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information. Each Board member is expected to complete and sign an annual Conflict of Interest Disclosure Form, Antitrust Compliance Acknowledgement Form, and Commitment Form.

3.10 Board Member Fundraising and Expenses

3.10.1 Fundraising

While securing sponsors, fundraising, and making personal donations is not a requirement of Board service, every Board member is expected to assist in fundraising and organizational advancement activities. Specifically, they are expected to commit to either donating or securing a minimum amount of cash or in-kind (2009 - \$2,500) sponsorships or donations annually to be set by the Board at the first meeting of each calendar year.

3.10.2 Expenses

Expenses incurred to fulfill Board activities normally can be an individual tax deduction; however, any Board member may submit for reimbursement any expenses incurred related specifically to their service of the organization and in direct compliance with the Board's reimbursement policy (see *Financial Control Policies & Procedures, Appendix 6*).

Part 4: Board-Executive Director/Staff Relationship

4.1 Delegation to the Executive Director (ED)

While the Board's job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the ED.

- All Board authority delegated to staff is delegated through the ED, so that all authority and accountability of staff—as far as the Board is concerned—is considered to be the authority and accountability of the ED.
- Organization Essentials policies (Part 2) directs the ED to achieve certain results.
- Parameters policies (Part 5) define the acceptable boundaries of prudence and ethics within which the ED is expected to operate. The ED is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the Board's policies in this BPM.
- The Board may change its policies during any meeting, thereby shifting the boundary between Board and ED domains. Consequently, the Board may change the latitude of choice given to the ED, but so long as any particular delegation is in place, the Board and its members will respect and support the ED's choices. This does not prevent the Board from obtaining information about areas delegated to the ED.
- Except when a person or committee has been authorized by the Board to incur some amount of staff cost for study of an issue, no Board member, officer, or committee has authority over the ED. Only officers or committee chairs may request information, but if such a request—in the ED's judgment—requires a material amount of staff time or funds or is disruptive, it may be refused. If the officer or committee chair believes the request is essential, they may submit the request to the Executive Committee to decide whether it is appropriate.

4.2 Executive Director's Job Description

As the Board's single official link to the operating organization, ED performance will be considered to be synonymous with organizational performance as a whole. Consequently, the ED's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals, and (b) organization operations within the boundaries of prudence and ethics established in Board policies on Executive Parameters.

4.3 Communication and Counsel to the Board

With respect to providing information and counsel to the Board, the ED shall keep the Board informed about matters essential to carrying out its policy duties. Accordingly, the ED shall:

- Inform the Board of relevant trends, anticipated adverse media coverage, and material external and internal changes, in particular changes in the assumptions upon which any Board policy has previously been established, always presenting information in as clear and concise a format as possible.

- Relate to the Board as a whole except when fulfilling reasonable individual requests for information or responding to officers or committees duly charged by the Board.
- Report immediately any actual or anticipated material noncompliance with a policy of the Board, along with suggested changes.

4.4 Monitoring Executive Performance

The purpose of monitoring is to determine the degree to which the mission is being accomplished and Board policies are being fulfilled. Information that does not do this shall not be considered monitoring. Monitoring will be as automatic as possible, using a minimum of Board time, so that meetings can be used to affect the future rather than to review the past. The efficacy of the ED's implementation of a given policy may be monitored in one or more of three ways:

4.4.1 Direct Board inspection (i.e. a 'prudent person' test of policy compliance)

Direct Board Inspection includes discovery of information by a Board member, a committee, or the Board as a whole that indicates the degree to which the mission is being accomplished. This includes Board inspection of documents, activities, or circumstances

4.4.2 External reports

External reporting includes the discovery of information by a disinterested, external person or firm who is selected by and reports directly to the Board. Such reports must assess executive performance only against legal requirements or policies of the Board, with suggestions from the external party as to how the organization can improve itself. The ED may not be assessed against new criteria, policies or other metrics that have not been communicated in writing with adequate timing as defined by the Board to allow the ED to meet the metric prior to the assessment.

4.4.3 Executive Director's reports

The ED shall help the Board determine what tracking data are available to measure progress in achieving the mission and goals and conforming with Board policies. Currently the Board requests these regular monitoring reports, in addition to any specific reports requested in other sections of the BPM:

- Monthly: (a) ED update memo for monthly Board meetings; (b) expense and revenue against budget; (c) balance sheet; (d) basic membership update; (e) product update.
- Quarterly: (a) Budget update with comparison to previous year; (b) detailed membership update (total chapter, national for Texas, member category distribution); (c) LEED buildings in Texas (total, rating system, rating level); (d) LEED APs in Texas (total).

4.5 Annual Performance Review

The Excom shall formally evaluate the ED at least annually, based on achievement of organizational goals and any other specific goals that the Board and the ED have agreed upon in advance, as well as the ED's own written self-evaluation and invited comments from all Board members after they have seen the self-evaluation. After meeting with the ED, the executive committee will report on its review to the Board, including recommendations on the ED's compensation, which the Board will then act upon.

During this process, the ED and the Board will agree on any specific, personal performance goals for the year ahead. THESE GOALS CAN BE UPDATED BY THE BOARD IN COORDINATION WITH THE EXECUTIVE DIRECTOR IF A SITUATION ARISES THAT IT IS IN THE BEST INTEREST OF THE CHAPTER.

These goals shall be documented to the ED from the Board chair and will be a primary basis for determining the ED's performance at the end of the next year. Any changes to these goals throughout the year must be documented in writing to the ED and maintained in the ED's performance file. The executive committee may invite other input in a carefully planned "360" review, inviting feedback from staff, peers in our sector, and individuals outside the organization who have interacted with the ED. *See Appendix 23* for ED review template.

4.6 Staff Compensation

The ED is expected to hire, train, motivate, compensate, and terminate staff in a professional and caring fashion. Salaries will be set between 50th and 75th percentile for salaries in organizations of similar size, budget, and location based on the most recent Texas Nonprofit Salary and Benefits Survey. The ED is empowered to negotiate compensation packages for staff within the bounds of the most recent budget approved by the Board. Benefits for full time paid staff may include the following:

- Health insurance through the organization's group health plan
- Health allowance to cover a range of wellness activities
- Paid leave
- Professional Development

Current benefit packages are to be described in detail in the Employee Manual.

The ED shall (a) develop and maintain an Employee Manual that is reviewed annually by competent legal counsel and (b) provide copies of this manual to the Board for information on or about April 1 of each year.

4.7 Staff and Volunteer Treatment

With respect to treatment of staff and volunteers, the ED may not cause or allow conditions that are inhumane, unfair, or undignified. Accordingly, the ED may not:

- Discriminate among employees on other than clearly job-related, individual performance or qualifications.
- Fail to take reasonable steps to protect staff and/or volunteer from unsafe or unhealthy conditions.
- Withhold from staff and/or volunteer a due process, unbiased grievance procedure.
- Discriminate against any staff and/or volunteer member for expressing an ethical dissent.
- Prevent staff and/or volunteer from grieving to the Board when (a) internal grievance procedures have been exhausted and (b) the employee and/or volunteer alleges that Board policy or some other outstanding issue has been violated to his or her detriment.
- Fail to acquaint staff members with their rights under this policy.

4.8 Executive Director Succession and Transitions

At any time, the chair may appoint a transition task force to explore options and propose strategies and Board policies related to succession and transition of the ED and explore the potential facilitation of any special needs of the outgoing and incoming EDs. The incumbent ED shall give the Board, if possible, a 3-month notice of intent to leave that office. Any need for an acting or interim ED will be determined by the Board chair subject to Board approval. The Board chair is authorized, as soon as a vacancy or scheduled departure of the ED is known, to appoint a search committee and committee chair. The search committee may include people not on the Board. The committee shall within 30 days recommend for Board approval a position announcement and a budget for the search. The search committee shall present multiple qualified candidates to the full Board for selection. A special task force appointed by the chair shall, at the time of selection, negotiate the new ED's compensation and service agreement and present it to the Board for approval.

4.9 Board Reference Book and Web Site

In addition to reports that the ED may choose to make to the Board, the ED shall develop and maintain a Board Reference Book that includes this manual as well as all pertinent documents to which Board members might want to refer during Board and committee meetings (e.g., articles, bylaws, organization chart, recent minutes, committee roster, list of key volunteers/ consultants, Board documents referred to in this BPM, etc.). In addition, the Board requests that the ED maintain, as funding is available, a secure Internet web site (e.g., WebEx) for Board members to allow them to access relevant data and reports on a timely basis. The ED shall notify Board members as new key information is posted to the Board web site.

Part 5: Executive Parameters

5.1 General Guidance

The purpose of the remainder of the BPM is to detail those executive parameters that will guide the ED and the staff as they accomplish the mission. These parameters are intended to free the ED and the staff to make timely decisions without undue Board directives. The Board expects that the ED will do nothing that is illegal, unethical, or imprudent. Beyond these general parameters, the Board details its executive parameters in the major sections that follow.

5.2 Finance Parameters

The Treasurer and ED must ensure that the financial integrity of the organization is maintained at all times; that proper care is exercised in the receiving, processing, and disbursing of funds; and that financial and non-financial assets are appropriately protected. *See Appendix 6 – Emergency Reserve Fund p. 9*

5.2.1 Budgeting

The budget during any fiscal period shall not (a) deviate materially from the Board's goals and priorities listed in Part 2, (b) risk fiscal jeopardy, or (c) fail to show a generally acceptable level of foresight. Accordingly, the Treasurer and ED may not cause or allow budgeting that:

- Contains too little detail to (a) enable accurate projection of revenues and expenses, (b) separate capital items from operational items, (c) monitor cash flow and subsequent audit trails, and (d) disclose planning assumptions.
- Anticipates the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
- Reduces the current assets at any time to less than twice current liabilities or allows cash reserves to drop below a safety reserve of \$30,000 at any time. *See Appendix 6 – General Reserve Fund p. 9.*
- Does not adequately provide for Board prerogatives during the year, such as costs of the annual audit, DOEO insurance, and Board development.
- Is not derived from the strategic or operational plans.

5.2.2 Financial Controls

The Treasurer and ED must exercise care in accounting for and protecting the financial assets of the organization. To this end, they are expected to incorporate generally accepted accounting principles and internal controls in the financial systems employed in the organization. In addition, they may not:

- Receive, process, or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.
- Approve an unbudgeted expenditure or commitment without submission of a budget amendment form (see Appendix 6 attachment) and the approval of the full Board. *See Appendix 6 p. 3*

5.2.3 Asset Protection

The Treasurer and ED may not allow assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, they may not:

- Fail to insure against theft and casualty losses to at least 80 percent of replacement cost and against liability losses to Board members, staff, or the organization itself beyond the minimally acceptable prudent level.
- Allow non-bonded personnel access to material amounts of funds.
- Subject office equipment to improper wear and tear or insufficient maintenance.
- Unnecessarily expose the organization, its Board, or its staff to claims of liability.
- Make any major purchase of over \$10,000 without bids or some other demonstrably prudent method of acquisition of quality goods, or any purchase of over \$5,000 without a written record of competitive prices, or any purchase wherein normally prudent protection against conflict of interest has not been provided.
- Acquire, encumber, or dispose of real property without Board approval.

5.2.4 Investment Principles

It is the general policy of CT-BC to invest funds primarily for principal protection with a secondary objective of maximizing interest and investment returns, thus protecting the funds against inflation. The funds include all cash and liquid assets of the Chapter. The Finance Committee will make all investment decisions as they pertain to the Chapter's needs.

The Treasurer and ED may not invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating, or in non-interest-bearing accounts, except where necessary to facilitate operational transactions.

Types of investments not specifically authorized by the Board and included above are strictly forbidden with **absolutely no exceptions**.

5.3 Program Parameters

In general, the ED is expected to establish, maintain, and eliminate programs, initiatives and services to achieve the organization's mission and goals in the most effective and efficient manner in consultation with the Board.

- New programs with an expected budget exceeding \$2,000 must be approved by the Board and any other additional spending that goes beyond the adopted budget approved by the Board.
- Any program executed in partnership with another organization shall be governed by clearly articulated goals and objectives, and clearly defined delineation of responsibility and accountability for the implementation and evaluation of that program. Decisions regarding alliances should be in line with the organization's strategic goals and should impact the brand and image of the organization positively.

5.4 Advancement Parameters

The various efforts to represent the organization to the public (media, public relations, fund-raising, new member recruitment, etc.) shall be integrated sufficiently that the organization's brand/positioning in the external world is positive and effective.

5.4.1 Fund-Raising Strategy

The ED shall develop and maintain a fund-raising plan that, at a minimum, includes major donor initiatives, grants and revenue from educational initiatives. Such plan shall be provided to Board members for review each March, along with results for each initiative.

5.4.1.1 Training

The ED shall ensure that appropriate members of the Board and staff receive annual training in new fund-raising techniques and shall budget for such expenses.

5.4.2 Public Affairs

The ED, in collaboration with the Communications Committee chair, shall exercise care in representing that we are a mission-centered, responsive, knowledgeable and collaborative organization and shall develop policies and procedures for communicating with primary stakeholders and the public at large in a way that reinforces that image.

5.4.2.1 Communications Plan

The ED, in collaboration with the Communications Committee chair, shall develop and maintain a communications plan, shared with the Board as appropriate, that describes how the organization will communicate with its various stakeholders. The plan shall identify the stakeholder segments, how the organization will both speak and listen to each segment, and who is allowed to speak for the organization. The plan shall also include the role of Board members both as "listeners" and as "speakers" for the organization.

5.4.2.2 Communications Restrictions

To preserve our image in the community, the ED, the chair and any specifically identified designee are the only spokespersons authorized to speak for the organization, and the chair is the only spokesperson for the Board. None of the spokespersons may represent the organization in any way that is inconsistent with the policies in *Part 2 Organizational Essentials* of this BPM; make statements that may be perceived as supporting a political party or platform; be the author of an article, book, or publication that includes classified or sensitive information about the organization; or engage in lobbying activities at any governmental level without prior permission from the Board chair or Advocacy Committee chair.

5.5 Audit and Compliance Parameters

The Treasurer and ED shall take the necessary steps to ensure the integrity of the Chapter's systems and procedures, to see that they comply with all pertinent legal, regulatory, and professional requirements, and to report to the Board any material variations or violations. *See Appendix 6 – Audit Policy p. 11*

5.5.1 Internal Compliance and Legal Review

The Board and ED on behalf of the Chapter shall meet all requirements for complying with federal, state, or local laws and regulations. The ED shall maintain a list of compliance actions and reports that are required of a nonprofit organization and periodically submit the list for inspection by the Finance Committee. On a biennial basis, starting in 2010, the Treasurer shall contract, as budget allows, for a legal review of the organization's compliance with the pertinent laws and regulations and make the results of the review available to the Finance Committee, which, in turn, will report to the Board on the overall status of the organization with respect to compliance matters, including any current problems or anticipated problems with regulatory authorities.